

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ANNE BRUMBAUGH, ET AL,
Plaintiffs,

VS.

**WAVE SYSTEMS CORPORATION, ET AL,
Defendants.**

Civil Action NO. 04-30022-MAP

This Document Relates to: “All Actions”

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Pursuant to Rule 23(c)(1) of the Federal Rules of Civil Procedure, Lead Plaintiffs Ann Brumbaugh, Gary L. Harmon, and Randy K. Griffin (collectively “Movants”) respectfully move this Court, for an order: (1) allowing this action to be maintained as a class action pursuant to Rule 23(b) of the Federal Rules of Civil Procedure; (2) certifying this action as a class action on behalf of a class consisting of all persons and entities who purchased or otherwise acquired Wave Systems Corp. (“Wave” or “the Company”) stock on the open market during the period July 31, 2003 and December 18, 2003, inclusive (the “Class Period”) and who were damaged thereby (the “Class”); (3) certifying Movants as the class representatives; and (4) appointing Lead Counsel Schiffrin & Barroway, LLP as Class Counsel. Excluded from the Class are Defendants; the other officers and directors of Wave during the Class Period; members of their

immediate family and their legal representatives, heirs, successors, or assigns; and any entity in which Defendants have or had a controlling interest.

In support of this motion, Movants have submitted a memorandum of points and authorities and declaration, filed contemporaneously herewith.

CERTIFICATION PURSUANT TO LOCAL RULE 7.1

Undersigned counsel have conferred with counsel for Defendants in a good faith effort to resolve or narrow the issues raised by this motion, but were unable to do so.

DATED: MARCH 31, 2006

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